

**EXHIBIT B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

Adv. Pro. No. 08-01789 (CGM)

SIPA Liquidation

(Substantively Consolidated)

**ORDER GRANTING THE TRUSTEE'S APPLICATION TO RETAIN  
HOLLAND & HART LLP AS SPECIAL COUNSEL**

Upon the Application of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the Chapter 7 estate of Bernard L. Madoff, for authority to retain Holland & Hart LLP ("Holland") as special counsel, and upon the declaration of Mr. Lars Evensen submitted in connection therewith, and due and proper notice having been given under the circumstances of this case, and after due deliberation,

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED**.
2. The Court finds that Holland is deemed disinterested under 15 U.S.C. § 78eee(b)(6).

3. The Trustee is authorized to retain Holland as special counsel to the Trustee as provided in the Application.